

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Application of Vale S.A., Vale Holdings
B.V., and Vale International S.A. for an Order
Pursuant to 28 U.S.C. § 1782 to Conduct
Discovery for Use in Foreign Proceedings

Case No. 1:20-mc-00199-JGK-OTW

**DECLARATION OF JEFFREY A. ROSENTHAL IN SUPPORT OF VALE S.A., VALE
HOLDINGS B.V., AND VALE INTERNATIONAL S.A.'S REPLY MEMORANDUM OF
LAW IN SUPPORT OF AN ORDER PURSUANT TO 28 U.S.C. § 1782 TO CONDUCT
DISCOVERY FOR USE IN FOREIGN PROCEEDINGS**

I, Jeffrey A. Rosenthal, pursuant to 28 U.S.C. § 1746 hereby declare under penalty of perjury as follows:

1. I am an attorney licensed to practice law in the State of New York and a partner at Cleary Gottlieb Steen & Hamilton LLP, counsel for applicants Vale S.A., Vale Holdings B.V., and Vale International S.A. (collectively, "Vale") in the above-captioned action. I respectfully submit this Declaration and the attached Exhibits in support of Vale's Reply Memorandum of Law in support of Vale's *Ex Parte* Application for an Order Pursuant to 28 U.S.C. § 1782 to Conduct Discovery for Use in Foreign Proceedings.

2. Attached hereto as Exhibit A is a true and correct copy of the Declaration of Malcolm Cohen in Support of Verified Chapter 15 Petition in BSG Resources Limited (in administration), No. 19-11845 (SHL), dated June 3, 2019.

3. Attached hereto as Exhibit B is a true and correct copy of the Chapter 15 Petition for Recognition of a Foreign Proceeding in BSG Resources Limited (in administration), No. 19-11845 (SHL), dated June 3, 2019.

4. Attached hereto as Exhibit C is a true and correct copy of a capture of BSGR's "Management Team" webpage, dated Feb. 20, 2014.

5. Attached hereto as Exhibit D is a true and correct copy of Special Warranty Deed from Chicago 500 North Michigan LLC to 500 NMA Acquisition Co LLC and Fine Arts NY LLC, dated November 16, 2017.

6. Attached hereto as Exhibit E is a true and correct copy of Mick Davis comeback orchestrated by Beny Steinmetz's group, authored by Neil Hume and David Sheppard and published by The Financial Times, dated April 15, 2019.

7. Attached hereto as Exhibit F is a true and correct copy of JA000001, the Transaction Agreement between the Republic of Guinea and BSG Resources, dated March 20, 2019.¹

8. Attached hereto as Exhibit G is a true and correct copy of Quand Nicolas Sarkozy joue les intermédiaires d'affaires, published by Le Monde, dated August 23, 2019, with English translation.

9. Attached hereto as Exhibit H is a true and correct copy of Settlement of the Dispute between the Republic of Guinea and BSGR published by Business Wire, dated February 25, 2019.

10. Attached hereto as Exhibit I are true and correct copies of JA8957, JA9002, and JA9027, correspondence reflecting meetings between Marcos Camhis and BSG Resources Limited, dated February 14, 2019, April 10, 2019 and May 29, 2019.²

¹ This document was produced in the Chapter 15 proceeding, BSG Resources Limited (in administration), No. 19-11845 (SHL), but confidentiality was waived by BSG Resources Limited and it is no longer confidential despite being marked as such.

² These documents produced in the Chapter 15 proceeding, BSG Resources Limited (in administration), No. 19-11845 (SHL), were de-designated by the Joint Administrators and are no longer confidential despite being marked as such.

11. Attached hereto as Exhibit J is a true and correct copy of the Register of Directors and Officers of Global Special Opportunities Ltd., dated June 22, 2017.

12. Attached hereto as Exhibit K is a true and correct copy of an excerpt of Ocea Mining Limited BVI's Application for variation of charge under Section 164(2).

13. Attached hereto as Exhibit L is a true and correct copy of the Joint Administrators' Fourth Progress Report to All Known and Contingent Creditors, dated March 5, 2020.

14. Attached hereto as Exhibit M is a true and correct copy of Amsterdamse nikkelgigant kwaad om 'samenzwering', authored by Vasco van der Boon and published by Het Financieele Dagblad, dated June 4, 2018, with English translation.

15. Attached hereto as Exhibit N is a true and correct copy of Commentary on the Amsterdam's Court of Appeal Decision 10/27/2015, ECLI:NL:GHAMS:2015:4379 (Cunico), authored by D.M.H. de Leeuw and M.J.R. Brons, dated August 30, 2017, with English translation.

16. Attached hereto as Exhibit O is a true and correct copy of Mick Davis and the team ready to take on Beny Steinmetz's former iron ore assets, published by Africa Intelligence, dated March 5, 2019.

17. Attached hereto as Exhibit P is a true and correct copy of How diamond tycoon Beny Steinmetz lost his shine in difficult places, authored by Rachel Millard and published by The Times, dated August 26, 2019.

18. Attached hereto as Exhibit Q is a true and correct copy Nicolas Sarkozy receives red carpet treatment on business diplomacy mission, published by Africa Intelligence, dated February 21, 2020.

19. Attached hereto as Exhibit R is a true and correct copy of the Amended Declaration of Joint Administrator Malcom Cohen in BSG Resources Limited (in administration), No. 19-11845 (SHL), dated June 21, 2019.

20. Attached hereto as Exhibit S is a true and correct copy of Litigation Solutions Limited's page on the Register of Companies Government of Bermuda, last visited May 15, 2020.

21. Attached hereto as Exhibit T is a true and correct copy of a Capital Management Advisors Global Hedge PCC Limited Quarterly Investor Call slide deck, dated February 18, 2009.

22. Attached hereto as Exhibit U is a true and correct copy of "Hadramant Holdings, Inc." published on the Offshore Leaks Database by the International Consortium of Investigative Journalists, last visited on May 15, 2020

23. Attached hereto as Exhibit V is a true and correct copy of Star West Investments Limited's page on the Register of Companies Government of Bermuda, last visited on May 15, 2020.

I declare pursuant to 28 U.S.C. § 1746 under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed: New York, New York
May 15, 2020

/s/ Jeffrey A. Rosenthal

Jeffrey A. Rosenthal